

RECORDATION NO. 16017-1111 444
FILED 11/29/96
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LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
BATON ROUGE
LITTLE ROCK
JACKSON
FORT SMITH
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

TELEPHONE (214) 860-9700
FAX (214) 860-9750
DIRECT DIAL:

December 10, 1996

Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-15)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fifteenth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, a New York Banking Corporation, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 5, 1996, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fifteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under

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Counterpart - Michael Peters

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Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectfully; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ, respectfully; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN; the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR; and the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV; and the Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XX on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-YY and 16017-AAA; the Eleventh Supplement to Equipment Trust Agreement dated as of October 25, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-DDD on October 27, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-EEE and 16017-FFF; the Twelfth Supplement to Equipment Trust Agreement dated as of December 21, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-HHH on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-III and 16017-JJJ; the Thirteenth Supplement to Equipment Trust Agreement dated as of February 16, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-LLL on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MMM and 16017-NNN; and the Fourteenth Supplement to Equipment Trust Agreement dated as of August 27, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-QQQ on September 3, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-RRR and 16017-SSS.

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The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred Three (103) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay (21W) New York, New York 10286.

The railroad equipment covered by the Fifteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

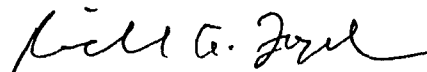
Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fifteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fifteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fifteenth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Seventy Three (73) railcars, and (ii) Assignment, a primary document, dated December 5, 1996, between the Company (as Assignor), and the Bank, as Trustee, and covering Seventy Three (73) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 5, 1996, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fifteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 5, 1996, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

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BILL OF SALE

(Series 7-15)

THE BANK OF NEW YORK,
AS SUCCESSOR TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, a New York Banking Corporation, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 5, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the One Hundred Three (103) railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreements described on Exhibit A and Exhibit B hereto together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York, as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 5TH day of December, 1996.

THE BANK OF NEW YORK,
Successor TrusteeBy: [Signature]

Vice President

Attest:

[Signature]
Assistant Vice President

STATE OF NEW YORK

§
§
§

COUNTY OF NEW YORK

On this 5TH day of December, 1996, before me personally appeared WALTER M. GITLIN, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

My Commission Expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

Series 7

EXHIBIT A

1. Railroad Car Lease Agreement, dated June 16, 1981, between Trinity Industries Leasing Company and Stephens Energy Ltd. (acquired by Superior Propane Inc. and name changed to ETI Energy Transportation Inc.) covering the following described railroad cars (Riders 1, 2, 3, 4):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
49	34,090 Gal. 112J340W Tank Cars	GWHX 81001-81025 GWHX 81027-81030 GWHX 300551-300560 GWHX 300720-300729

2. Railroad Car Lease Agreement, dated August 30, 1993, between Trinity Industries Leasing Company and Italgrani Elevator Company covering the following described railroad cars (Rider 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	5125 Cu. Ft. Lo Covered Hopper Cars	TILX 5362-5369

3. Railroad Car Lease Agreement, dated March 11, 1992, between Trinity Industries Leasing Company and Koch Nitrogen Company covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 Gal. 111A100W1 Tank Cars	TILX 300301, 300306-300310 TILX 300312, 300313, 300315 TILX 300317-300320, 300323 TILX 300324, 300327 TILX 300330-300332, 300334

4. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Company covering the following described railroad cars (Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gal. 112J340W Tank Cars	TILX 300335-300344

5. Railroad Car Lease Agreement, dated May 21, 1984, between Trinity Industries Leasing Company and Hubinger Company (a subsidiary of H.J. Heinz) covering the following described railroad cars (Partial Rider 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5125 cu. ft. Lo Covered Hopper Cars	TILX 005002, 005003, 005005 TILX 005006, 005009

6. Railroad Car Lease Agreement, dated December 9, 1987, between Trinity Industries Leasing Company and National Starch & Chemical Corporation covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,125 cu. ft. Lo Covered Hopper Cars	TILX 005011-005015

7. Railroad Car Lease Agreement, dated December 9, 1987, between Trinity Industries Leasing Company and National Starch & Chemical Corporation covering the following described railroad cars (Rider 4):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5125 cu. ft. Lo Covered Hopper Cars	TILX 5271-5274

8. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and U.S.G.L., Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 112J340W Tank Car	TILX 300345

9. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Ltd. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 Gal. 112J340W Tank Cars	TILX 300256

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
49 Tank Cars	112J340W	34,090 Gal.	GWHX 81001-81025 GWHX 81027-81030 GWHX 300551-300560 GWHX 300720-300729	11/80
8 Hopper Cars	Lo	5125 cu. ft.	TILX 5362-5369	10/95
20 Tank Cars	111A100W1	34,000 Gal.	TILX 300301, 300306-300310 TILX 300312, 300313, 300315 TILX 300317-300320, 300323 TILX 300324, 300327 TILX 300330-300332, 300334	01/80
10 Tank Cars	112J340W	34,000 Gal.	TILX 300335-300344	06/80
5 Hopper Cars	Lo	5125 cu. ft.	TILX 005002, 005003, 005005 TILX 005006, 005009	03/88
5 Hopper Cars	Lo	5125 cu. ft.	TILX 005011-005015	05/88
4 Hopper Cars	Lo	5125 cu. ft.	TILX 5271-5274	03/95
1 Tank Car	112J340W	34,000 Gal.	TILX 300345	06/80
1 Tank Car	112J340W	34,000 Gal.	TILX 300256	03/80